

# **EXHIBIT A**

## **Articles of Incorporation of GE Capital Telemanagement Services Corporation**

**AMENDED ARTICLES OF INCORPORATION  
TO REFLECT NAME CHANGE TO  
GE BUSINESS PRODUCTIVITY SOLUTIONS, INC.  
TO BE LATE FILED**

**ARTICLES OF INCORPORATION  
OF  
GE CAPITAL TELEMAGEMENT SERVICES CORPORATION**

**ARTICLE I.**

The name of the corporation is "GE CAPITAL TELEMAGEMENT SERVICES CORPORATION."

**ARTICLE II.**

The corporation shall have authority to issue not more than 1,000 shares of common stock having no par value.

**ARTICLE III.**

The street address and county of the initial registered office of the corporation is 1201 Peachtree Street, N.E, Atlanta, Georgia, Fulton County, and the initial registered agent of the corporation at such address is CT Corporation System.

**ARTICLE IV.**

The name and address of the incorporator is:

Elise M. Whitaker, Esq.  
Paul, Hastings, Janofsky & Walker  
Suite 2400  
600 Peachtree Street, N.E.  
Atlanta, Georgia 30308-2222

**ARTICLE V.**

The mailing address of the initial principal office of the corporation is 6540 Powers Ferry Road, Atlanta, Georgia 30339.

#### ARTICLE VI.

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of the director's duty of care or other duty as a director, provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Georgia Business Corporation Code as amended from time to time, or any law governing such matters which replaces the Georgia Business Corporation Code.

#### ARTICLE VII.

Pursuant to the Georgia Business Corporation Code, Section 14-2-704, any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders and any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting of shareholders at which all shares entitled to vote were present and voted, subject to the limitations and notice requirements of Section 14-2-704.

#### ARTICLE VIII.

The corporation shall have perpetual duration.

#### ARTICLE IX.

The corporation is organized for the following purposes: to engage in any lawful purpose, act or activity for which corporations may be organized under the Georgia Business Corporation Code.

#### ARTICLE X.

The initial Board of Directors shall consist of three (3) members, whose names and addresses are as follows:

Name

Address

Gregg L. Haddad

6540 Powers Ferry Road  
Atlanta, Georgia 30339

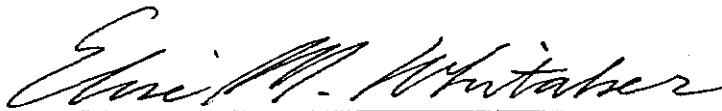
Albin B. Galonczyk, Jr.

6540 Powers Ferry Road  
Atlanta, Georgia 30339

David M. Krew

6540 Powers Ferry Road  
Atlanta, Georgia 30339

IN WITNESS THEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation as of the 22nd day of February, 1996.



Elise M. Whitaker, Esq., Incorporator

SECRETARY OF STATE

FEB 22 11 07 AM '96

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